

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER UNDER 11 U.S.C. § 107(b) AND
FED. R. BANKR. P. 9018 AUTHORIZING
DEBTORS TO FILE (I) A REDACTED COPY OF OEM
RECEIVER PRODUCTION, MARKETING AND LICENSE AGREEMENT
WITH THEIR RESPONSE AND (II) AN UNREDACTED COPY UNDER SEAL**

Upon the *ex parte* application, dated July 20, 2009 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), for an Order (the "Order") under 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 authorizing the Debtors to file (i) a redacted copy of the OEM Receiver Production, Marketing and License Agreement between the Debtors and XM Satellite Radio Inc., with their Response,¹ and (ii) an unredacted copy of the Agreement under seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018 that no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

1. The Application is GRANTED.

2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file a redacted copy of the Agreement with their Response and an unredacted copy of the Agreement under seal.

3. This Court retains jurisdiction to enforce this Order and the confidentiality of the Agreement and the sensitive information contained therein, including the authority to impose sanctions upon any person or entity, which violates this Order.

Dated: New York, New York
July __, 2009

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE